



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 8150-N FILED 1425

JAN 29 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION

January 24, 1990

RECORDATION NO. 8150-O FILED 1425

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

JAN 29 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 13)
Recordation No. 8150
Recordation Date: December 22, 1975

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Eighth Supplemental Equipment Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Chemical Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC/ICC
Enclosures



A MEMBER OF THE MARMON GROUP OF COMPANIES

RECORDATION NO 8150-N FILED 1423

JAN 29 1990 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

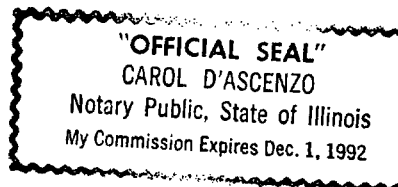
CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public, hereby states that she has compared the attached copy of the Eighth Supplemental Trust Agreement, dated October 23, 1989, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 24th day of January, 1990.

Carol D'Ascenzo
Notary Public

UTCICC



RECORDATION NO 8152-N
FILED 1425

JAN 29 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION

EIGHTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 13)

THIS EIGHTH SUPPLEMENTAL TRUST AGREEMENT, dated October 23, 1989, by and between Chemical Bank as Trustee ("Trustee"), and Union Tank Car Company, a Delaware corporation ("Company").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated December 15, 1975, providing for the issue of its Equipment Certificates (Series 13) in the aggregate principal amount of \$40,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date stated above.

CHEMICAL BANK

By: *C. Keeg*
Title: Trust Officer

Attest:

M. Johnston
Trust Officer

UNION TANK CAR COMPANY

By: *R. C. Gluth*
R. C. Gluth,
Executive Vice President

Attest:

Robert W. Webb
Robert W. Webb, Secretary

UTCARS13

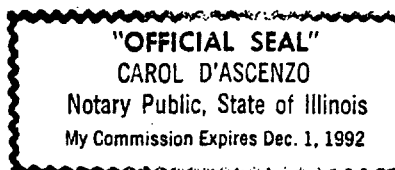
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On October 23, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared R.C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Carol D'Ascenzo
Notary Public

My Commission Expires:

12-1-92



STATE OF New York)
) SS
COUNTY OF New York)

On this 29th day of December, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared M. KELLY, to me known, who, being by me duly sworn, did depose and say that ~~she~~ ^{he} is ~~Trust Officer~~ of Chemical Bank; that ~~she~~ ^{he} knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Louis Bodi
Notary Public

My Commission Expires:

2/8/90

LOUIS BODI
Notary Public, State of New York
No. 45-018501
Qualified in Richmond County
Certificate filed in New York County
Commission Expires February 8, 1990

UTCARS13

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 08/23/89

CERTIFICATE TRUST SERIES: R013

	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
11	C214	5,800	UTCX46655-UTCX46662,UTCX46665,UTCX47500- UTCX47501
11	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
R 13 SERIES 13 08/23/89

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
JTCX 46655	C214	5,800	CUFT	1	1	12	88	\$ 48,657	\$ 47,035
JTCX 46656	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46657	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46658	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46659	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46660	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46661	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46662	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46665	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 47500	C214	5,800	CUFT	1	1	08	88	45,750	43,462
JTCX 47501	C214	5,800	CUFT	1	1	08	88	45,750	43,462

NUMBER OF CARS	11	\$ 529,413	\$ 510,239
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PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R013

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 7/31/89

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	BOXT	70	BCIT841340
1	TA	12,300	12834
1	TM	13,000	70032
1	TM	14,500	12084
1	TM	23,500	75143
49	TP	26,000	37226-37239, 37241-37249, 37368-37374, 37377, 37379-37381, 37384, 37390-37394, 37396-37404
54 TOTAL			

COMPANY - TREASURERS DEPARTMENT
 RETIRED CARDS (SCHEDULE B)
 DATED 13 07/28/89

ROAD NUMBER	AAP CODE	-CODES- LL CT	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
ACIT 841340	BDX		10/75 01/89	\$ 26,852	\$ 8,391
UTLX 12084	TH		06/75 01/89	30,961	9,159
UTLX 12834	TA		09/75 08/88	26,864	8,263
UTLX 37226	TF		10/75 04/89	31,319	9,787
UTLX 37227	TF		10/75 04/89	31,318	9,787
UTLX 37228	TF		10/75 04/89	31,318	9,787
UTLX 37229	TF		10/75 04/89	31,318	9,787
UTLX 37230	TF		10/75 04/89	31,318	9,787
UTLX 37231	TF		10/75 04/89	31,318	9,787
UTLX 37232	TF		10/75 04/89	31,318	9,787
UTLX 37233	TF		10/75 04/89	31,318	9,787
UTLX 37234	TF		10/75 04/89	31,318	9,787
UTLX 37235	TF		10/75 04/89	31,318	9,787
UTLX 37236	TF		10/75 04/89	30,511	9,535
UTLX 37237	TF		10/75 04/89	30,511	9,535
UTLX 37238	TF		10/75 04/89	30,511	9,535
UTLX 37239	TF		10/75 04/89	30,511	9,535
UTLX 37241	TF		10/75 04/89	30,511	9,535
UTLX 37242	TF		10/75 04/89	30,511	9,535
UTLX 37243	TF		10/75 04/89	30,511	9,535
UTLX 37244	TF		10/75 04/89	30,511	9,535
UTLX 37245	TF		10/75 04/89	30,511	9,535
UTLX 37246	TF		10/75 04/89	30,511	9,535
UTLX 37247	TF		10/75 04/89	30,511	9,535
UTLX 37248	TF		10/75 04/89	30,511	9,535
UTLX 37249	TF		10/75 04/89	30,512	9,535
UTLX 37368	TF		09/75 04/89	30,121	9,287
UTLX 37369	TF		09/75 04/89	30,121	9,287
UTLX 37370	TF		09/75 04/89	30,121	9,287
UTLX 37371	TF		09/75 04/89	30,121	9,287
UTLX 37372	TF		09/75 04/89	30,121	9,287
UTLX 37373	TF		09/75 04/89	30,121	9,287
UTLX 37374	TF		09/75 04/89	30,121	9,287
UTLX 37377	TF		09/75 04/89	30,121	9,287
UTLX 37379	TF		09/75 04/89	30,121	9,413
UTLX 37380	TF		10/75 04/89	30,121	9,287
UTLX 37381	TF		09/75 04/89	30,121	9,287
UTLX 37384	TF		10/75 04/89	30,121	9,41
UTLX 37396	TF		10/75 04/89	30,120	9,41
UTLX 37391	TF		10/75 04/89	30,120	9,41
UTLX 37392	TF		10/75 04/89	30,120	9,41
UTLX 37393	TF		10/75 04/89	30,120	9,4
UTLX 37394	TF		10/75 04/89	30,120	9,4
UTLX 37395	TF		10/75 04/89	30,120	9,4
UTLX 37396	TF		10/75 04/89	30,120	9,4
UTLX 37397	TF		10/75 04/89	30,120	9,4
UTLX 37398	TF		10/75 04/89	30,120	9,4

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 13 SERIES 13 07/28/89

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ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		IN USE	WRECKED/ RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
				CO	CTY						
UTLX 37399	TP	26,000	GAL	1	1	10/75	04/89	\$		30,120	\$ 9,412
UTLX 37400	TP	26,000	GAL	1	1	10/75	04/89			30,120	9,412
UTLX 37401	TP	26,000	GAL	1	1	10/75	04/89			30,120	9,412
UTLX 37402	TP	26,000	GAL	1	1	10/75	04/89			30,120	9,412
UTLX 37403	TP	26,000	GAL	1	1	10/75	04/89			30,120	9,412
UTLX 37404	TP	26,000	GAL	1	1	10/75	04/89			30,120	9,412
UTLX 70032	TM	13,000	GAL	2	3	07/75	01/89			30,808	9,242
UTLX 75143	TM	23,500	GAL	1	1	06/75	05/89			30,204	8,935

NUMBER OF CARS		54								\$ 1,638,646	\$ 509,299